

1 **JACKSON WHITE**  
2 **ATTORNEYS AT LAW**  
3 *A Professional Corporation*

4 40 North Center Street, Suite 200  
Mesa, Arizona 85201  
5 T: (480) 464-1111 F: (480) 464-5692  
Email: centraldocket@jacksonwhitelaw.com  
6 Attorneys for Debtor Marsh Aviation Company  
By: Kelly G. Black, No. 016376  
7 John Skiba, No. 022699

8 **UNITED STATES BANKRUPTCY COURT**  
9 **DISTRICT OF ARIZONA**

10 In re:

11 Marsh Aviation Company,  
12 Debtor.

**No. 2:09-bk-23468-CGC**

**Application for Interim Payment and  
Compensation of Attorney Fees and Costs  
and For Order and Judgment Thereon  
(Third Application)**

Assigned to: Honorable Charles G. Case, II

15 Jackson White, P.C., a professional corporation (hereinafter "Applicant"), counsel for  
16 Marsh Aviation Company, (hereinafter "Debtor-in-Possession"), hereby makes its Application  
17 for Interim Payment and Compensation of Attorney Fees and Costs and for Order and Judgment  
18 Thereon (Third Application) (hereinafter "Application").

19 In support of its Application, Applicant submits its time records for the period of  
20 September 28, 2010 through July 13, 2011 (hereinafter "Application Period"), attached hereto as  
21 Exhibit "A" and incorporated herein by reference. Applicant's cost records (including an  
22 itemization of expenses incurred) for the same period is likewise attached hereto as Exhibit "B"  
23 and incorporated herein by reference. In further support of its Application, Applicant  
24 respectfully represents as follows:

1 **I. Summary**

2 **A. Background**

3 1. On September 22, 2009, Debtors in the above-captioned case filed a petition for  
4 relief under Chapter 11 of the United States Bankruptcy Code. The case is currently pending  
5 before this Court as a case under Chapter 11.

6 2. This Court entered its order approving appointment Applicant as counsel through  
7 an Interim Order Approving Appointment of Counsel entered on October 6, 2009, and a final  
8 Order Approving Appointment of Counsel entered on November 30, 2009.

9 3. Applicant has served as the duly appointed counsel for Debtors-in-Possession in  
10 the above entitled estate up to and through the filing of this Application. Applicant was  
11 employed by the Debtors-in-Possession to perform actual and necessary services with the  
12 understanding that Applicant's compensation would be as determined by the Court under the  
13 criterion set forth in 11 U.S.C. § 330 of the Bankruptcy Code, including the cost of comparable  
14 services other than a case under the Bankruptcy Code.

15 4. By order entered December 11, 2009, this Court approved Applicant's first  
16 Application for fees and costs, covering the time period from September 22, 2009 through  
17 November 16, 2009. Applicant sought, and the Court approved, fees and costs in the total sum  
18 of \$13,323.04.

19 5. By order entered January 25, 2011, this Court approved Applicant's first  
20 Application for fees and costs, covering the time period from November 17, 2009 through  
21 September 27, 2010. Applicant sought, and the Court approved, fees and costs in the total sum  
22 of \$18,009.26.

23 6. During the Application period (September 28, 2010 through July 13, 2011),  
24 Applicant spent 121.15 hours in its representation of Debtor-in-Possession. Based upon  
25 Applicant's ordinary hourly rates in effect at the time said services were rendered, Applicant's  
26 total fees are \$30,717.25.

27 7. In addition to the foregoing, Applicant incurred out-of-pocket expenses for which  
28 Applicant is seeking reimbursement in the total amount of \$928.31.

1           8.       Total fees and costs are \$31,645.56, to be paid by Marsh Aviation Company as  
2 agreed under the terms of the Retainer Agreement between Debtor and Applicant.

3           9.       The services for which compensation is requested were rendered on behalf of the  
4 Debtors-in-Possession and compensation is sought pursuant to 11 U.S.C. § 330(a), 331, and  
5 503(a) and (b), Rule 2016(a), Fed. R. Bankr. P., and in compliance with the Order Appointing  
6 Counsel and the Guidelines of the Office of the United States Trustee for the District of Arizona.

7           10.      Except as Applicant may be entitled to receive compensation herein, Applicant  
8 has no arrangements with any other parties whatsoever to pay Applicant for the services of  
9 Applicant to the estate, nor has Applicant received any funds from any parties whatsoever for the  
10 services rendered to the estate. Further, Applicant has not made any arrangement to share any  
11 compensation received by order of this Court with any party whatsoever, nor does Applicant  
12 have any arrangements for sharing of compensation herein awarded, except between members  
13 and/or regular associates of Applicant's firm. Applicant has no agreement to share compensation  
14 received or to be received with any person other than the normal division of fees that, as a matter  
15 of course, occurs between attorneys who are members of Applicant's firm. Applicant is a  
16 disinterested person defined in 11 U.S.C. § 101(14) and does not hold or represent any interest  
17 adverse to the estate.

18           11.      The names of all Applicant's professionals and paraprofessionals requesting fees  
19 and the hourly rate charged by each is as follows:

Professional	Rate
John N. Skiba	\$295.00
Kelly G. Black	\$295.00
Otto S. Shill	\$300.00
Roger R. Foote	\$300.00
Terri Thompson	\$125.00
Ashley Preach	\$125.00

1           ***B. Case Status***

2           1.       Applicant is aware of no other Application for Administrative Expense pending at  
3 this time.

4           2.       Since the filing of the second Application for Interim Payment and Compensation,  
5 Debtor mailed the previously-approved Disclosure Statement with ballots; solicited votes for its  
6 Plan of Reorganization; resolved by stipulation concerns expressed by Atwood Enterprises  
7 regarding the treatment of its secured claim; responded to objections by the Official Committee  
8 of Unsecured Creditors (the "Committee"); attended an original and two continued hearings on  
9 plan confirmation; prepared an amended Plan; negotiated and executed a stipulation with the  
10 Committee for confirmation of the amended Plan; secured confirmation of the Plan; and  
11 provided notice to creditors of the relevant hearings and stipulations.

12          3.       All quarterly fees have been paid to the United States Trustee and all monthly  
13 operating reports have been filed. Any United States Trustee's fees which have not been paid  
14 and any monthly operating reports which have not been filed are anticipated to be paid and filed  
15 promptly.

16           ***C. Project Category Summaries***

17           The professional services provided by Applicant, and their corresponding fees, are  
18 summarized in the following sections.

19                   ***1. Case Administration***

20           Applicant has performed the following services: Review and filing of operating reports;  
21 maintenance of the creditor mailing matrix.

22           This project category is of an ongoing nature.

23           The foregoing services were necessary and conferred a benefit to the estate for the reason  
24 that the Code requires a Debtor-in-Possession to perform these duties.

25           The persons providing services on the foregoing project were Kelly G. Black, and Terri  
26 Thompson.

27           The following table summarizes the number of hours spent and the amount of  
28 compensation requested for each professional and paraprofessional for the foregoing project:

Project Category	B110	Case Administration	
Professional	Hours	Rate	Fee
Kelly G. Black	0.6	295.00	177.00
Terri Thompson	5.2	125.00	650.00
Total for B110	5.8	142.59	827.00

## 2. *Meetings and Communications With Creditors*

Applicant communicated with creditors and other parties in interests as required by the Bankruptcy Code.

This project category is of an ongoing nature.

The foregoing services were necessary and conferred a benefit to the estate for the reason that the Code requires a Debtor-in-Possession to perform these duties.

The persons providing services on the foregoing project were Kelly G. Black, Ashley Preach, and Terri Thompson.

The following table summarizes the number of hours spent and the amount of compensation requested for each professional and paraprofessional for the foregoing project:

Project Category	B150	Meetings and Communications w/Creditors	
Professional	Hours	Rate	Fee
Ashley Preach	0.5	125.00	56.25
Kelly G. Black	0.7	295.00	206.50
Terri Thompson	0.8	125.00	100.00
Total for B150	2.0	186.03	362.75

## 3. *Fee/Employment Applications*

During the Application period (September 28, 2010 to July 13, 2011), the Applicant submitted and secured approval of an interim fee application covering the time period from November 17, 2009 through September 27, 2010. In addition, the Applicant reviewed the

1 application for appointment of counsel for the Committee, and assisted Debtor in securing  
2 counsel in the pending criminal proceedings.

3 This project category will recur, but no further fee application will be filed for the time  
4 period from November 17, 2009 through September 27, 2010.

5 The foregoing services were necessary and conferred a benefit to the estate for the reason  
6 that the Code requires fees to be approved by the Court.

7 The persons providing services on the foregoing project were Kelly G. Black and Otto S.  
8 Shill.

9 The following table summarizes the number of hours spent and the amount of  
10 compensation requested for each professional and paraprofessional for the foregoing project:

Project Category	B160	Fee/Employment Applications	
Professional	Hours	Rate	Fee
Kelly G. Black	6.2	295.00	1,829.00
Otto S. Shill	0.8	300.00	240.00
Total for B160	7.0	295.57	2,069.00

17 4. *Avoidance Action Analysis*

18 During the Application period, the Applicant reviewed records of transactions within the  
19 90 days and one year prior to the Petition Date to determine whether there were any potentially  
20 viable avoidance actions.

21 This project category is ongoing.

22 The foregoing services were necessary and conferred a benefit to the estate for the reason  
23 that the preservation of potential avoidance actions was requested by the Committee in the event  
24 Debtor is unable to make the payments anticipated by the Plan.

25 The person providing services on the foregoing project was Kelly G. Black.  
26  
27  
28

The following table summarizes the number of hours spent and the amount of compensation requested for each professional and paraprofessional for the foregoing project:

Project Category	B180	Avoidance Action Analysis	
Professional	Hours	Rate	Fee
Kelly G. Black	3.0	295.00	885.00
Total for B180	3.0	295.00	885.00

#### 5. *Financing*

During the Application period, the Applicant investigated whether Brazil's concerns about diversion of its funds to pre-petition creditors could be addressed by a pre-confirmation motion for approval of financing. Brazil requested that its concerns be addressed instead by confirmation of the Plan with such provisions in the Plan or confirmation order.

This project category is concluded.

The foregoing services were necessary and conferred a benefit to the estate for the reason that addressing the legitimate concerns of Debtor's principal source of future income was critical to Debtor's continued operation.

The person providing services on the foregoing project was Kelly G. Black.

The following table summarizes the number of hours spent and the amount of compensation requested for each professional and paraprofessional for the foregoing project:

Project Category	B230	Financing/Cash Collections	
Professional	Hours	Rate	Fee
Kelly G. Black	1.3	295.00	383.50
Total for B230	1.3	295.00	383.50

1                   6.       *Balloting, Plan Confirmation, and Negotiations for Plan Confirmation*

2           During the Application period, the Applicant mailed the previously-approved Disclosure  
3 Statement with ballots; solicited votes for its Plan of Reorganization; resolved by stipulation  
4 concerns expressed by Atwood Enterprises regarding the treatment of its secured claim;  
5 responded to objections by the Committee; attended an original and two continued hearings on  
6 plan confirmation; prepared an amended Plan; negotiated and executed a stipulation with the  
7 Committee for confirmation of the amended Plan; secured confirmation of the Plan; and  
8 provided notice to creditors of the relevant hearings and stipulations.

9           The foregoing services were necessary and conferred a benefit to the estate for the reason  
10 that these issues were required to be resolved to accomplish plan confirmation.

11           The persons providing services on the foregoing project were John N. Skiba, Kelly G.  
12 Black, Otto S. Shill, Roger R. Foote, and Terri Thompson.

13           The following table summarizes the number of hours spent and the amount of  
14 compensation requested for each professional and paraprofessional for the foregoing project:

15

Project Category	B320	Plan/Disclosure Statement	
Professional	Hours	Rate	Fee
John Skiba	0.5	295.00	147.50
Kelly G. Black	75.5	295.00	22,272.50
Otto S. Shill	2.6	300.00	780.00
Roger R. Foote	0.3	300.00	90.00
Terri Thompson	23.2	125.00	2,900.00
Total for B320	102.1	256.51	26,190.00

23

24                   ***D.       Summary of Costs***

25           The costs for which Applicant seeks reimbursement total \$928.31. These expenses  
26 involve photocopies, postage, mileage and parking expenses. The amount charged by Applicant  
27 for in-house photocopies is 15 cents per sheet. Postage is charged at actual cost. During the  
28



1 application period, Applicant primarily used an outside provider for copying and mailing to  
2 creditors, which is able to charge less for copying and mailing than it costs Applicant to perform  
3 the same work in-house. All costs from this and other outside providers are charged at  
4 Applicant's actual cost.

5 The amount Applicant has disbursed for actual and necessary expenses in connection  
6 with the estate are summarized and itemized on the attached Exhibit "B."

## 7 **II. Standards for Evaluating Fee Application**

8 The fees billed by Applicant to the Debtors-in-Possession for professional services  
9 rendered during the application period total \$30,717.25. In accordance with 11 U.S.C. § 330,  
10 this amount was calculated using the hourly rate for the attorneys involved. *See also In re*  
11 *Yermakov*, 718 F.2d 1465, 1471 (9th Cir. 1983). This has also been referred to as the "lodestar"  
12 or basic fee which, if warranted, can be adjusted upward or downward. In that regard, the Ninth  
13 Circuit in *Yermakov* made specific references to *Johnson v. Georgia Highway Express, Inc.*, 488  
14 F.2d 714, 717-19 (5th Cir. 1974), in which the Fifth Circuit listed twelve factors which should be  
15 considered in awarding attorneys' fees. These "*Johnson* factors" have been referred to and  
16 utilized by many courts in considering and awarding attorney's fees in bankruptcy cases. *See In*  
17 *re Nucorp Energy, Inc.*, 764 F.2d 655 (9th Cir. 1985).

18 In a decision of the Ninth Circuit Bankruptcy Appellate Panel, the Panel concluded that  
19 the "lodestar" approach, coupled with consideration of the "*Johnson* factors" is the appropriate  
20 standard to be applied in awarding fees in a bankruptcy case. *See In re Powerine Oil Co.*, 71  
21 Bankr. 767 (Bankr. 9th Cir. 1986).

22 During the Application Period, Applicant has advised the Debtor-in-Possession in  
23 connection with the administration of the above-entitled estate on an ongoing basis and has  
24 prepared numerous letters, documents, pleadings, and other writings concerning same and has  
25 attended conferences, hearings and made other appearances for and on behalf of the Debtor-in-  
26 Possession and has performed numerous legal services for and on behalf of the Debtor-in-  
27 Possession, which services are itemized on the attached Exhibit "A," constituting Applicant's  
28 time records concerning the above-entitled estate.

1 Applicant has maintained daily record reflecting the actual and necessary time expended  
2 by said law firm in the performance of the services for which compensation is herein sought.  
3 These time records are presented to be merely a resume of the overall services performed by  
4 Applicant and do not purport to include each and every service performed, nor are they  
5 represented to constitute a limit of the time expended in this case, for undoubtedly there are  
6 numerous services for which time was not recorded. However, the records do indicate the  
7 general nature of the services performed and the absolute minimum time actually expended for  
8 consideration as one of the criterion set forth in 11 U.S.C. §330 for the time period from  
9 November 17, 2009 through September 27, 2010.

10 The results obtained by Applicant within the time frames of this Application illustrate  
11 that the Applicant:

- 12 1. Used the skill required to perform the legal services properly;
- 13 2. Provided services necessary to the administration of the case; and
- 14 3. Performed the services within a reasonable amount of time commensurate with  
15 the complexity, importance and nature of each task.

16 Furthermore, based upon the results obtained by Applicant within the time frame of this  
17 Application and the rates charged by the Applicant for the services performed, the compensation  
18 requested is reasonable based on the customary compensation charged by comparably skilled  
19 practitioners in non-bankruptcy cases.

20 There are no cash collateral issues regarding the source of funds from which Applicant  
21 intends to be paid.

22 The Debtor-in-Possession is current on payments to the United States Trustee and has  
23 timely filed its interim financial reports.

### 24 **III. Conclusion**

25 Wherefore, Kelly G. Black and Jackson White, P.C., pray that Applicant be awarded an  
26 interim allowance, pursuant to 11 U.S.C. § 331, as attorney for Debtor-in-Possession in the  
27 amount of \$30,717.25, together with reimbursement for actual and necessary costs expended in  
28 the amount of \$928.31, for a total award of \$31,645.56, all subject to review and adjustment for

determination of reasonable compensation based upon criteria set forth in 11 U.S.C. § 330 and for such other and further relief as the Court deems equitable.

Based upon the foregoing, Applicant respectfully requests:

A. Allowance and approval of its fees for the Application Period totaling \$30,717.25, which will be paid by Debtor;

B. Reimbursement of \$928.31 in actual and necessary expenses, which Applicant has incurred and paid during the Application Period in connection with the rendering of such professional services, for a total award of \$31,645.56;

C. For a Judgment against Marsh Aviation Company for the total award in the sum of \$31,645.56; and

D. Such other and further relief as this Court deems just and proper.

DATED this 14<sup>th</sup> day of July, 2011.

JACKSON WHITE

/s/ Kelly G. Black  
Attorneys for Debtor Marsh Aviation Company  
By: Kelly G. Black, No. 016376  
John Skiba, No. 022699

COPIES served electronically as follows:

RICHARD J. CUELLAR on behalf of U.S. Trustee U.S. TRUSTEE  
ric.j.cuellar@usdoj.gov, coleen.craig@usdoj.gov;connie.s.hoover@usdoj.gov

GE Money Bank  
c/o Recovery Management Systems Corp.  
claims@recoverycorp.com

MARK A. TUCKER on behalf of Creditor Leland Dean  
mark.tucker@azbar.org

BRYAN A. ALBUE on behalf of Creditor Committee THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS  
balbue@shermanhoward.com, balbue@shermanhoward.com;efiling@shermanhoward.com

/s/ Kelly G. Black  
13248-021\397510.docx

## **Exhibit A**

Project Category		B110	Case Administration				
Date	Init.	Narrative		Hours	Rate	Discount	Net Fee
10/8/2010	KGB	Review Operating Report for September 2010 and direct filing		0.1	295.00	0.00	29.50
11/3/2010	TT	Scan and efile October 2010 Operating Report; telephone call from Beverly Roberson concerning Ballot confusion; review filed Operating Report.		0.5	125.00	0.00	62.50
11/4/2010	TT	Prepare letter with copy of October Operating Report for Trustee.		0.3	125.00	0.00	37.50
12/7/2010	KGB	Receive and review operating report; Direct filing of same		0.1	295.00	0.00	29.50
12/17/2010	TT	Prepare, scan and e-file November Operating Report; prepare letter to Trustee with copy of same.		0.6	125.00	0.00	75.00
1/5/2011	KGB	Receive and review operating report and direct filing of same		0.1	295.00	0.00	29.50
1/5/2011	TT	Receive and review December 2010 Operating Report.		0.3	125.00	0.00	37.50
1/6/2011	TT	Scan and prepare to efile December 2010 Operating Report		0.3	125.00	0.00	37.50
1/27/2011	TT	Conference with Mr. Black to review various Certificates of Service and related documents.		0.5	125.00	0.00	62.50
2/4/2011	TT	Receive and review Marsh Aviation Operating for January 2011; scan and efile same.		0.5	125.00	0.00	62.50
3/13/2011	TT	Consult with Mr. Black on e-filing February Operating Report; scan and prepare to e-file same; prepare and mail letter to Trustee with copy of same.		0.7	125.00	0.00	87.50
4/8/2011	TT	Scan and e-file March 2011 Operating Report. Prepare letter to attach copy for Trustee.		0.7	125.00	0.00	87.50
6/9/2011	KGB	Review and file operating report		0.1	295.00	0.00	29.50
7/12/2011	TT	Prepare Change of Address form for Ed Allen's new address; prepare letter with form and mail to Mr. Allen for signature and return for filing; update ECF mailing matrix for same; advise Mr. Black of same; scan and e-e-file June 2011 Operating Report; send copy of same to Mr. Cuellar with cover letter and copy to Mr. Allen for same.		0.8	125.00	0.00	100.00
7/12/2011	KGB	Follow up on change of Ed Allen's address		0.1	295.00	0.00	29.50
7/12/2011	KGB	Follow up on filing of operating report		0.1	295.00	0.00	29.50
Total for B110				5.8	142.59	0.00	827.00
Project Category		B150	Meetings and Communications w/Creditors				
Date	Init.	Narrative		Hours	Rate	Discount	Net Fee
10/18/2010	TT	Receive voice message from Derek Gwee with updated mailing address; advise Mr. Black of same.		0.5	125.00	0.00	62.50
10/19/2010	TT	Telephone call from one of the Creditors to advise new address; advise Mr. Black of same; resend corrected documents to Mr. Jump for mailing. Telephone calls to and		0.3	125.00	0.00	37.50

		from Mr. Gwee to update address; check court matrix for same.				
11/5/2010	AP	Spoke with Beverly Roberson regarding the ballots she needs to complete and submit to our office. Discussed the issue with Mr. Black.	0.3	125.00	0.00	31.25
11/8/2010	AP	Spoke with employee, Jeffrey Jensen regarding Class 1 and Class 6 ballots; Identified Disclosure Statement sections addressing Classes 1 and 6	0.2	125.00	0.00	25.00
4/26/2011	KGB	Voice message from Linda Ross of Spectrum Associates, creditor (0.10); Confirm lack of legal representation (0.10); Telephone call to Ms. Ross (away from office) and draft e-mail to same (0.10)	0.3	295.00	0.00	88.50
5/9/2011	KGB	Telephone call from Alex Rodriguez regarding latest notice; Telephone call to same regarding plan, Marsh's desire for votes; Telephone call to Floyd regarding call (left message requesting return call)	0.4	295.00	0.00	118.00
Total for B150			2.0	186.03	0.00	362.75
<hr/>						
Project Category		B160 Fee/Employment Applications				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
9/28/2010	KGB	Draft second interim fee application	4.6	295.00	0.00	1357.00
9/29/2010	KGB	Draft notice of filing fee application (0.30); Check for new appearances and confirm mailing list (0.20); File and direct service of Motion and Notice (0.40)	0.9	295.00	0.00	265.50
11/9/2010	OSS	Place calls regarding criminal counsel	0.8	300.00	0.00	240.00
12/9/2010	KGB	Draft and file Certificate of Service and No Objections (0.20); Draft, upload and lodge Order (0.30)	0.5	295.00	0.00	147.50
2/2/2011	KGB	Receive and review ORDER Granting Application to Employ counsel for creditors committee	0.1	295.00	0.00	29.50
7/5/2011	KGB	Review ORDER Confirming Chapter 11 Plan for administrative claims deadline	0.1	295.00	0.00	29.50
Total for B160			7.0	295.57	0.00	2069.00
<hr/>						
Project Category		B180 Avoidance Action Analysis				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
4/5/2011	KGB	Conference with Floyd regarding potential preferences	0.3	295.00	0.00	88.50
4/25/2011	KGB	Analyze potential avoidance actions	2.1	295.00	0.00	619.50
4/27/2011	KGB	Continue preference analysis	0.6	295.00	0.00	177.00
Total for B180			3.0	295.00	0.00	885.00
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Project Category		B230 Financing/Cash Collections				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
9/28/2010	KGB	Telephone call from Dave Colby regarding Brazil's desire for assurance that its funding of Marsh Aviation is directed to administrative and program expenses (0.20); Begin draft of motion for approval of same (0.30)	0.5	295.00	0.00	147.50

10/6/2010	KGB	Voice message from Floyd regarding letter to Brazillian Navy (0.10); Receive and review Colby letter (0.10)	0.2	295.00	0.00	59.00
10/14/2010	KGB	Telephone conferences with Dave Colby, Ed Allen regarding contract with Brazil (0.50); Forward petition and schedules to Dave Colby for conflict review (0.10)	0.6	295.00	0.00	177.00
Total for B230			1.3	295.00	0.00	383.50
<hr/>						
Project Category	B320	Plan/Disclosure Statement (including bus				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
9/29/2010	TT	Continue review of Claims for balloting	0.4	125.00	0.00	50.00
9/30/2010	TT	Work on claims for balloting	0.4	125.00	0.00	50.00
10/1/2010	TT	Work on Plan Claims.	1.7	125.00	0.00	212.50
10/7/2010	TT	Conference with Mr. Black to review draft Ballots and Disclosure Statement.	1.7	125.00	0.00	212.50
10/7/2010	KGB	Conduct extensive review of Proof of Claims, claims register, and schedules to complete addresses for mailing of ballots; Provide additional direction regarding same	1.6	295.00	0.00	472.00
10/12/2010	TT	Work on revisions to mailing list for ballots and disclosure statement.	1.8	125.00	0.00	225.00
10/14/2010	TT	Telephone call to Ed Allen to discuss the shareholders shares; input new information into addresses for Class 7 Claims.	0.3	125.00	0.00	37.50
10/18/2010	TT	Confer with Mr. Black on emailing Ballots, Disclosure and mailing lists to Mr. Jump; work on sending same.	1.1	125.00	0.00	137.50
10/18/2010	KGB	Final review of ballot mailing lists (0.80); Review and correct mailing instructions (0.20)	1.0	295.00	0.00	295.00
10/19/2010	TT	Work on corrections to Ballots and mailing list.	0.5	125.00	0.00	62.50
10/19/2010	KGB	Follow up on ballot mailings and corrections	0.3	295.00	0.00	88.50
10/20/2010	KGB	Follow up on balloting (mailing completed yesterday)	0.1	295.00	0.00	29.50
10/28/2010	JNS	Conference with Ms. Preach regarding federal indictment and potential effect on feasibility	0.3	295.00	0.00	88.50
10/28/2010	OSS	Meetings with John Skiba and Kelly Black regarding federal indictment issued; call to Ed Allen regarding same.	1.0	300.00	0.00	300.00
10/29/2010	JNS	Telephone call to client regarding strategy in connection with plan and indictment	0.2	295.00	0.00	59.00
11/1/2010	OSS	Meetings with Ed and Floyd regarding indictment.	1.6	300.00	0.00	480.00
11/5/2010	KGB	Voice message from counsel for Atwood Enterprises; Telephone call to same (he will mark up plan)	0.2	295.00	0.00	59.00
11/10/2010	KGB	Review Atwood Enterprises' proposed changes to Plan and telephone call to Marsh regarding same (unavailable) (0.20); Draft e-mail to Mr. Weissman regarding requested changes and alternative treatment of same (0.80); Telephone call to Ed regarding proposed changes and my proposed treatment of same (0.30); Draft e-mail to Ed and	3.3	295.00	0.00	973.50

	Floyd regarding same (0.20); Research application of disclosure rules to post-disclosure developments (0.80)				
11/11/2010	TT Obtain and email copies of Notice of Errata regarding Marsh Aviation Company's Plan of Reorganization Dated June 15, 2010; email copies to parties to receive ECF filings; email Mr. Jump copy of document and request to mail copies to all on master mailing matrix.; Telephone call from Marvin Hook with American Certified Electronics requesting to fax ballot to our office; advise Mr. Skiba of same. Receive and review 2 separate faxed copies of the ballot and information for same. Receive email from Mr. Jump with copy of Certificate of Service and invoice for same. E-file same.	1.1	125.00	0.00	137.50
11/11/2010	KGB Conference with William Walker regarding typo in plan and disclosure statement; Draft Notice of Errata regarding same and review with Mr. Walker; File and deliver same (0.60); Research post-disclosure changes (1.00); Conference with Mr. Foote regarding same (0.20); Look up current prime rate and draft e-mail to Ed and Floyd regarding additional requested Atwood change relating to interest rate (0.20); Receive and review Ed's email and telephone conference with same approving interest rate (0.10); Telephone call to Mr. Weissman regarding same and send confirming e-mail (0.10); Prepare preliminary ballot report (1.00); Review Committee's Objection to Confirmation and provide item-by-item analysis to Floyd and Ed (2.10)	5.3	295.00	0.00	1563.50
11/11/2010	RRF Conference with Mr. Black regarding recent issues of indictment and balloting issues [0.30]	0.3	300.00	0.00	90.00
11/12/2010	KGB Telephone conference with counsel for Committee (0.30); Draft e-mail to Floyd and Ed regarding discussion (0.20); Work on ballot report (0.80)	1.8	295.00	0.00	531.00
11/13/2010	KGB Work on ballot report	3.7	295.00	0.00	1091.50
11/15/2010	KGB Work on Ballot Report	0.4	295.00	0.00	118.00
11/15/2010	KGB Telephone call to Floyd regarding Thursday e-mail	0.1	295.00	0.00	29.50
11/16/2010	KGB Telephone call to Floyd regarding Craig Ford ballot (0.10); Telephone call to Jennifer at Craig Ford (0.10); Receive and review Craig Ford's ballots (0.10); Finalize and file Ballot Report (0.90)	1.2	295.00	0.00	354.00
11/17/2010	KGB Review issues raised by Committee and review plan for additional issues to address with Floyd (0.30); Telephone call to Floyd to discuss issues raised by Committee in depth (0.40); Draft proposed Stipulation to address same (2.80)	3.5	295.00	0.00	1032.50
11/18/2010	KGB Prepare for confirmation hearing (0.90); Participate in plan confirmation hearing and related discussions with counsel	2.6	295.00	0.00	767.00



		for the Committee and the United States Trustee's Office (0.80), with travel (0.70); Exchange e-mails with counsel for secured creditor Atwood regarding same (0.20)				
11/22/2010	KGB	Receive and review late ballot accepting plan (0.10); Evaluate effect on balloting (no effect on result; adds slightly to dollars accepting class 6) (0.10); Update information for eventual revised ballot report (0.10)	0.3	295.00	0.00	88.50
11/29/2010	KGB	Work on Stipulation, Amended Plan, and Supplemental Disclosure Statement	3.8	295.00	0.00	1121.00
12/1/2010	KGB	Receive and review Weissman comments to amended plan; Make indicated changes to Supplemental Disclosure Statement, Plan, and Stipulation	0.2	295.00	0.00	59.00
12/3/2010	KGB	Telephone call to opposing counsel Albue regarding resolving Objections to Plan	0.2	295.00	0.00	59.00
12/7/2010	KGB	Voice message from Floyd regarding status of stipulation with Committee; Return call to same (left message that I returned call); Telephone call to Bryan Albue (he has not heard feedback on my changes)	0.2	295.00	0.00	59.00
12/8/2010	KGB	Telephone conferences with Floyd regarding Brazil, plan amendments (0.30); Draft amended plan (0.50); Draft declaration (0.80); Telephone conference with counsel for Committee (0.20); Confirmation hearing, with travel (1.70)	3.5	295.00	0.00	1032.50
12/15/2010	KGB	Telephone conference with Rick Cuellar regarding status of plan, Committee oversight	0.2	295.00	0.00	59.00
12/22/2010	KGB	Telephone call to opposing counsel (voice message); Telephone conference with same; Draft letter to Mr. Albue regarding conditions for confirmation; Draft letter to Marsh regarding expectations	1.3	295.00	0.00	383.50
12/27/2010	KGB	Telephone call to opposing counsel Bryan Albue (he will call back today)	0.2	295.00	0.00	59.00
12/28/2010	KGB	Telephone call to Albue regarding letter from Creditors Committee (voice message) [0.10]; Voice message from Albue promising letter, and check for same [0.10]; Review email and attached letter from Albue [0.20]; Forward email to Floyd and call Terri with instructions to call Floyd and request his review and return call [0.20]; Telephone conference with Floyd re letter and possible resolution[0.30]	0.9	295.00	0.00	265.50
12/28/2010	TT	Telephone call from Mr. Black regarding letter received from the Creditor's Committee regarding resolution of Plan objection and email to Mr. Stilwell; telephone call to Mr. Stilwell to request that he review and contact Mr. Black by cellphone. Telephone call from Mr. Black with further	0.6	125.00	0.00	75.00

		instructions; telephone call to Mr. Stillwell to confirm receipt of email; email and telephone call to Mr. Black confirming same;				
1/20/2011	KGB	Telephone call to counsel for Committee	1.3	295.00	0.00	383.50
1/21/2011	KGB	Revise Stipulation (0.50); Revise Notice of Stipulation, Notice of Amendments to Plan of Reorganization, Supplemental to Disclosure Statement, Notice of Deadline to Change Ballots, and Notice of Continued Hearing on Plan Confirmation (1.20); Draft e-mail to Albue (0.10); Draft form of Order (0.20); Telephone call to Albue (0.10)	2.1	295.00	0.00	619.50
2/14/2011	KGB	Telephone call to Mr. Albue (voice message)	0.2	295.00	0.00	59.00
2/15/2011	TT	Receive and review facsimile from Mr. Stillwell for Mr. Black for Stipulation with Committee; advise Mr. Black of same.	0.4	125.00	0.00	50.00
2/16/2011	KGB	Review and work on projections for discussion with opposing counsel Albue [1.10]; Telephone conferences with Floyd regarding same [0.40]; Continue work on projections [1.40]; Revise Stipulation [0.30]; Revise Notice [0.20]; Draft letter to Albue [0.60]	4.0	295.00	0.00	1180.00
2/17/2011	KGB	Receive and review e-mail from Floyd regarding projections and attempt work on amending same (0.40); Telephone call to Floyd for clarification (0.20); Draft e-mail to Floyd for confirmation of amended projections (0.10); Revise letter and Notice (0.40); Fax letter, Stipulation and Notice (0.10)	1.2	295.00	0.00	354.00
2/21/2011	KGB	Telephone call to Mr. Albue	0.1	295.00	0.00	29.50
2/22/2011	KGB	Telephone conference with Albue regarding confirmation Stipulation [0.20]; Telephone conference with Floyd regarding requested disclosures [0.20]; Meet with Floyd at Marsh's facilities, with travel [1.80]	2.2	295.00	0.00	649.00
2/23/2011	KGB	Receive and review e-mails from Floyd [0.20]; Telephone call to Floyd and receive permission to forward to Albue [0.10]; Forward e-mails [0.10] and call Albue [0.10]; Telephone call to Albue regarding scheduling [0.10]; Telephone conference with Floyd regarding same [0.10]	0.7	295.00	0.00	206.50
2/24/2011	KGB	Telephone call to Mr. Albue	0.1	295.00	0.00	29.50
2/24/2011	KGB	Conference call with Floyd, Committee and Committee Counsel (0.70); Send Stipulation and Notice to counsel for Committee (0.20); Telephone call to counsel for Committee regarding same (0.10)	1.0	295.00	0.00	295.00
3/1/2011	KGB	Telephone call from Albue regarding confirmation issues (voice message); Return call to same	0.1	295.00	0.00	29.50
3/4/2011	KGB	Exchange e-mails with Floyd regarding contract (0.10); Telephone calls to opposing counsel Albue (left voice	0.2	295.00	0.00	59.00

		message)(0.10)				
3/7/2011	TT	Telephone call from Mr. Black with instructions to contact Mr. Stillwell with an update from communication from Mr. Albue; regarding Plan objections; telephone call with Mr. Stillwell regarding same; send e-mail to Mr. Black regarding same.	0.5	125.00	0.00	62.50
3/11/2011	KGB	Receive and review e-mail and proposed Stipulation from Albue (0.20); Forward to Floyd and call with brief overview (0.10); Begin detailed review and comparison of Albue's Stipulation to Marsh's previously proposed Stipulation (1.50); Telephone conference with Floyd regarding his review of Stipulation (0.20)	2.0	295.00	0.00	590.00
3/11/2011	TT	Receive voice message from Floyd Stillwell regarding contact with Mr. Black to discuss potential Stipulation with Crommittee; telephone call to Mr. Black and left voice message; telephone call to Mr. Stilwell regarding same.	0.4	125.00	0.00	50.00
4/13/2011	KGB	Review proposed stipulation and Floyd's concerns (0.20); Conference with Ms. Thompson regarding continued hearing (0.10); Telephone call to Albue regarding Stipulation (0.10); Telephone call to Floyd regarding confirmation and Stipulation (0.10); Telephone call from Albue regarding issues (0.20)	0.7	295.00	0.00	206.50
4/13/2011	TT	Conference with Mr. Black concerning continuing hearing on plan confirmation. Telephone call to JA - left voice message.	0.5	125.00	0.00	62.50
4/25/2011	KGB	Work on Stipulation to Confirmation of Plan (1.10); Draft e-mail to Floyd with recommendations regarding same (0.40); Telephone conference with Floyd regarding changes (0.20); Draft e-mail to Albue (0.10)	1.8	295.00	0.00	531.00
4/26/2011	KGB	Telephone call to Albue regarding proposed revisions (voice message)(0.10)	0.1	295.00	0.00	29.50
4/27/2011	KGB	Receive and review e-mail from Floyd regarding need for hearing (0.10); Telephone call to opposing counsel (voice message) and draft e-mail to opposing counsel regarding same (0.10)	0.2	295.00	0.00	59.00
5/2/2011	KGB	Receive and review e-mail from Floyd regarding urgency (0.10); Telephone call to opposing counsel Albue (voice message) (0.10); Telephone conference with Floyd regarding new development (0.10); Telephone call to Albue (direct and main numbers; in meeting; left voice message) (0.10); Telephone conference with Albue regarding urgency (0.10); Telephone calls to Floyd (voice message regarding discussion with Albue) (0.10); Draft Motion for Expedited Hearing (2.70); Draft e-mail to Floyd regarding Motion	3.4	295.00	0.00	1003.00

		(0.10)						
5/4/2011	KGB	Conference with Mr. Albue; Revise and finalize Motion, Notice and form of Order	2.1	295.00	0.00	619.50		
5/5/2011	KGB	Finalize and file motion and lodge order (0.50); Follow up on entry of order (0.30); Receive and review Order (0.20); Finalize Notice with hearing date (0.20); Serve Notice on ECF recipients (0.20); Telephone call to Floyd regarding receipt (voice message) (0.10) and forward copy of notice and order (0.10) Direct service on master mailing list (0.20); Review prior service list and update master mailing list with additional addresses for complete notice (1.3); Telephone conference with bankruptcy mailing provider regarding updated list (0.20)	3.1	295.00	0.00	914.50		
5/6/2011	KGB	Review e-mails from Floyd regarding order setting hearing on Plan (0.10); Telephone conference with Floyd regarding same and regarding Brazil (0.10)	0.2	295.00	0.00	59.00		
5/9/2011	KGB	Receive and review e-mail from Floyd regarding confirmation of plan vs. effective date of plan and reply regarding same	0.2	295.00	0.00	59.00		
5/12/2011	KGB	Telephone call to Floyd regarding status of Brazil (still in progress, Brazil was happy with the hearing date, also interested in the fire fighting conversions) (0.10); Telephone call to Albue (voice message) (0.10)	0.2	295.00	0.00	59.00		
5/18/2011	KGB	Voice message from opposing counsel Weissman regarding amended plan; Telephone call to Mr. Weissman regarding same and regarding Stipulation	0.4	295.00	0.00	118.00		
5/25/2011	KGB	Receive and review Supplemental Objection by Committee; Telephone call to Mr. Albue regarding same (voice message)	0.3	295.00	0.00	88.50		
5/31/2011	TT	Conference with Mr. Black concerning preparation for Confirmation Hearing; Work on hearing preparations; pull all documents and prepare Indexes for same. Review emails and faxes concerning Brazil issue.	5.2	125.00	0.00	650.00		
5/31/2011	KGB	Review voice message from creditor regarding updated address and give directions to correct same [0.10]; Work on Atwood Stipulation [0.20]; Multiple telephone conferences with Albue regarding Stipulation to resolve Committee's objections [0.50]; Receive and review revisions by Albue [0.10]; Draft response to Albue with history of service of notice [0.20]; Draft e-mail to Floyd attaching and outlining proposed changes to Stipulation [0.10]; Receive and review e-mail from Floyd and telephone conference with same regarding language on conditions and other issues with Stipulation [0.20];	2.6	295.00	0.00	767.00		

		Telephone conferences with Ms. Thompson regarding preparation for confirmation hearing [0.50]; Begin draft of Supplemental Ballot Report [0.50]; File Certificate of Service of Notice of Continued Hearing on Plan Confirmation[0.20]				
6/1/2011	TT	Continue to work on preparations for Confirmation Hearing; review and organize Ballots to present to the Court; pull several e-mails and faxes from and to Mr. Stilwell concerning the Brazil contract. Scan and e-file Proposed Order Confirming Reorganization Plan and Notice of Lodging Proposed Order; e-mail copies of the Supplemental Ballot and Notice of Lodging Order to all parties listed on mailing certificate.	6.1	125.00	0.00	762.50
6/1/2011	KGB	Follow up on call regarding creditor maintenance [0.10]; File previously-served Notice [0.10]; Finalize and file Supplemental Ballot Report [0.40]; Draft revisions to Stipulation and forward to Mr. Albue [0.30]; Telephone conference with Mr. Albue regarding same [0.10]; Draft Order [0.40]; Prepare exhibits and outline of relevant pleadings for hearing [1.50]; Confirmation hearing, with travel [2.50]	5.4	295.00	0.00	1593.00
6/2/2011	KGB	Telephone call to Mr. Albue regarding Committee's final decision (voice message) (0.10); voice message from Albue (0.10) Receive and review e-mail from Albue with signed Stipulation and forward to Floyd (0.10); Voice messages from Floyd (0.10); Telephone conference with Floyd regarding same (0.10); Telephone conference with Albue regarding Order (0.40)	0.9	295.00	0.00	265.50
6/3/2011	KGB	File Stipulation to Confirmation	0.3	295.00	0.00	88.50
6/6/2011	KGB	Receive and review proposed revisions to Order Confirming Plan; Draft e-mail to Albue with changes; Compare and correct revised Order; Telephone conference with Albue regarding corrections; Receive and review e-mail from Floyd regarding order; Reply to same	1.2	295.00	0.00	354.00
6/7/2011	KGB	Follow up with opposing counsel Albue regarding order	0.1	295.00	0.00	29.50
6/8/2011	TT	Mail Notice of Lodging Order to creditor Recovery Management Systems Corporation..2	0.5	125.00	0.00	62.50
6/8/2011	KGB	Receive and review e-mail from Albue regarding approval of Order (0.10); Telephone conference with same regarding notice of lodging (0.10); Draft notice of lodging and forward to Albue (0.20); Receive and review minute entry and forward to Floyd (0.10); Telephone conference with Albue, upload order and file notice of lodging (0.30); Serve and direct service of notice of lodging (0.20)	1.0	295.00	0.00	295.00

6/14/2011	KGB	Receive and review order confirming Plan (0.10); Forward to Floyd and telephone call to same (0.10)	0.2	295.00	0.00	59.00
Total for B320			102.1	256.51	0.00	26190.00
Grand Totals			121.2	253.55	0.00	30717.25

## **Exhibit B**

Project Category	E101	Copying				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
4/8/2011		Photocopy Expense	48.0	0.15	0.00	7.20
6/1/2011		Photocopy Expense	987.0	0.15	0.00	148.05
Total for E101			1035.0	0.15	0.00	155.25
Project Category	E102	Outside printing				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
9/29/2010		Bankruptcy Mailing Service.com - Notice of Application for Interim Payment & Compensation of Atty Fees & Costs/App for Interim Payment and Compensation of Atty Fees and Costs and For Order and Judgment Theron/ Postage	1.0	80.67	0.00	80.67
10/19/2010		Bankruptcy Mailing Service.com - Class One Ballot for Accepting or Rejecting Plan/Class Six Ballot for Accepting or Rejecting Plan of reorganization/Disclosure Statement Plan/Class Two Gallot for Accepting or Rejecting Plan of Reorganization/Class Six Ballot for Accepting or Refecting Plan of reorganization/ Discosure Statement Plan/Class Three Ballot for Accepting or Rejecting Plan of Reorganization/postage	1.0	303.38	0.00	303.38
11/11/2010		Bankruptcy Mailing Service.com - Notice of Errata regarding Marsh Aviation Company's Plan of Reorganization Dated June 15, 2010 - 111 copies make of 2 pages	1.0	71.04	0.00	71.04
5/5/2011		Bankruptcy Mailing Service.com - 123 Copies - Notice of Continued Hearing, Notice of Deadline , Notice of Likely Stipulation, Notice of Amendments to Plan of Reorganization, Supplement to Disclosure Statement - on 05/05/11	1.0	263.22	0.00	263.22
Total for E102			4.0	179.58	0.00	718.31
Project Category	E108	Postage				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
10/12/2010		Postage	1.0	2.24	0.00	2.24
11/4/2010		Postage	1.0	2.24	0.00	2.24
12/17/2010		Postage	1.0	2.24	0.00	2.24
1/6/2011		Postage	1.0	2.24	0.00	2.24
3/14/2011		Postage	1.0	0.44	0.00	0.44
4/8/2011		Postage	1.0	2.07	0.00	2.07
4/8/2011		Postage	1.0	0.44	0.00	0.44
6/8/2011		Postage	1.0	0.64	0.00	0.64
Total for E108			8.0	1.57	0.00	12.55



Project Category	E109	Local travel				
Date	Init.	Narrative	Hours	Rate	Discount	Net Fee
1/4/2011		Mr. Kelly G. Black - Expense Reimbursement for mileage from JW to US Bankruptcy Court for Confirmation Hearing	1.0	19.10	0.00	19.10
1/4/2011		Mr. Kelly G. Black - Expense Reimbursement for parking at bankruptcy Court	1.0	2.00	0.00	2.00
6/1/2011		Mr. Kelly G. Black - Expense Reimbursement for mileage from JW to US Bankruptcy Court for Confirmation Hearing	1.0	19.10	0.00	19.10
6/1/2011		Mr. Kelly G. Black - Expense Reimbursement for parking at bankruptcy Court	1.0	2.00	0.00	2.00
Total for E109			4.0	10.55	0.00	42.20
Grand Totals			1051.0	0.88	0.00	928.31